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Cc:

Subject: RE: Consent questions

[REDACTED]

The questions below reflect a misconception. A TEFRA proceeding is a proceeding of the partners, not the partnership, and each year is a separate cause of action. The TMP is the designated agent for the partners for each year for which it is designated. So for Entity 1, LP the Form 872-P should reflect the name of the partnership for the 2 years in issue. Its name or status in subsequent years is irrelevant. See Chef's Choice v. Commissioner, 95 T.C. 388 (1990) (subsequent dissolution of partnership is irrelevant since a TEFRA proceeding is a proceeding of the partners, not the partnership). The TMP designation for the two years under audits terminated when the TMP dissolved into another entity. Treas. Reg. 301.6231(a)(7)-1(l). The partnership cannot designate the remaining partner as TMP because it is a limited partner. I.R.C. 6231(a)(7)(A). The Service, however, could designate the limited partner as TMP under Treas. Reg. 301.6231(a)(7)-1(p) and then get it to sign a Form 872-P.

For Entity 2, LLC, Treas. Reg. 301.6231(a)(7)-2 applies to the designation of a TMP. If no member is a manger, as you indicate, then all members are deemed to be "member-managers" treated as general partners for TMP designation purposes. In the absence of a designation, the member with the largest profits interest as on the end of the year is automatically the TMP. I.R.C. 6231(a)(7)(B); Treas. Reg. 301.6231(a)(7)-1(m)(2).